



CANADIAN COTON DE TULEAR CLUB BYLAWS

Section 1 - General

1.01 Definitions

In this Bylaw of the Club, unless the context otherwise requires:

- a. "AAFC" refers to The Department of Agriculture and Agri-Food;
- b. "Board" means the Board of Directors ("BOD") of the Club and "director" means a member of the Board;
- c. "CCTC" or the "Club" refers to the Canadian Coton de Tulear Club;
- d. "CFC" refers to The Canine Federation of Canada;
- e. "CKC" refers to the Canadian Kennel Club;
- f. "Code of Ethics" means the document that all members must follow. This outlines correct conduct for the members, including breeding practices;
- g. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- h. "Procedures Document" means the document that is to go along with the Bylaws to outline procedures of the Club.

1.02 Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual.

Other than as specified in 1.01 above, words and expressions defined in the Club have the same meanings when used in these Bylaws.

1.03 Object of the Club

- a. To follow our mission statement, "Celebrating the Coton. Preserving the Breed."
- b. To abide by the CCTC Code of Ethics.



- c. To promote and protect the health, temperament and well-being of the Coton de Tulear.
- d. To promote the ethical breeding standards with particular commitment to guarding against the propagation of heritable genetic diseases.
- e. To promote breed education and responsible pet ownership.
- f. To promote accurate record keeping of breeding, registrations/pedigrees, microchip implant numbers and sale of puppies by breeder.
- g. To follow the guidelines set out by AAFC, CFC, CKC and/or the current governing body.

1.04 Financial Year End

The Club's official year shall begin on the 1st day of January and end on the last day of December. The elected officers and directors shall take office on the first day of the month following the bi-annual election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

1.05 Banking Arrangements

The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Club and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize. A minimum of two Board members must have banking authority.

1.06 Annual Financial Statements

The Club will provide the Annual Financial Statement at Annual General Meeting. This process may be amended in the Procedures Document.

Section 2 - Membership

2.01 Membership Conditions

There shall be three classes of members in the Club: Breeder Members, Pet Members and Associate Members. The Board of Directors of the Club may approve the admission of the members, following the procedures outlined in the Procedures Document. The following conditions of membership shall apply:



Provisional Members

- a. Membership shall be available only to those who have applied and been screened with our Membership Procedure. They are Provisional Members until after their one-year anniversary.
- b. All members must follow the Bylaws, Code of Ethics & Procedures.

Full Status Members

- a. Full Status Membership shall be granted after the one-year provisional membership.
- b. Full Status Members are eligible to vote.
- c. In the case of voting on a breeding/breeder issue within the Club, only full status breeder members are eligible to vote.
- d. All breeder issues that require voting must comply with the pedigree act, AAFC and the governing body.
- e. Each member is entitled to receive notice of, attend and vote at all meetings of members and/or any methods outlined in the Procedures Document.

Associate Members from Reciprocal Clubs

- a. Receive reduced cost for Associate Membership.
- b. Enjoy benefits of the Club such as the Magazine, Members Only section of website and social media groups.
- c. Do not have voting rights and are not permitted to enjoy breeder benefits, such as a listing. They are not required to follow our COE on breeding, however, should any unethical breeding practices take place, the CCTC reserves the right to dismiss.

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member by any method outlined in the Procedures Document a minimum of 14 days before the day on which the meeting is to be held.

Section 3 - Membership Dues, Termination and Discipline

3.01 Membership Dues

Dues will be determined by the Board of Directors every September. Members shall be notified by electronic means of the membership dues at any time payable by them and, if any are not



paid within one (1) calendar month of the membership renewal date, the members in default may automatically cease to be members of the Club.

3.02 Termination of Membership

A membership in the Club is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for Membership;
- c. the member resigns;
- d. the member's term of membership expires;
- e. the Club is liquidated or dissolved; or
- f. any termination of membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

3.03 Discipline of Members

The Board shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- a. violating any provision of Bylaws and/or written policies of the Club;
- b. carrying out any conduct which may be detrimental to the Club as determined by the Board in its sole discretion; or
- c. deemed appropriate after a formal complaint outlined in the Procedures Document.

Section 4 – The Annual General Meeting

The Annual General Meeting (“AGM”) of the Club shall be held at a place, date, and hour designated by the Board of Directors. Notice of the annual meeting shall be given following the procedures outlined in the Procures Document at least 30 days prior to the date of the meeting.

4.01 Persons Entitled to be Present

Any Club member is entitled to attend meetings of the members. Any other person may be admitted by invitation by the chair of the meeting or by the Board.



4.02 Chair of the Meeting - President

In the event that the chair (president) of the Board and the vice-chair (vice president) of the Board are absent, another Board member may be appointed to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members shall be a minimum of 10% of the membership entitled to vote and in attendance.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the Bylaws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

Section 5 - Directors

Election and Term

The members will elect the directors by the end of each odd year. The directors shall be elected to hold office for a two-year term beginning on the even year following the election. Procedure will follow the Nominations and Elections procedures outlined in the Procedures Document.

CCTC Board members may not be a board member of another Coton de Tulear Club.

There shall be the president, vice president, secretary, treasurer (secretary and treasurer may be combined) and a minimum of 4 directors, representing across Canada in compliance with the CKC and/or official governing bodies.

Section 6 - Meetings of Directors

6.01 Calling of Meetings

Meetings of the Board may be called by the president, the vice president or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place of a meeting of the Board shall be given to each director by any method outlined in the Procedures Document a minimum of 14 days before the day on which the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting.



6.03 Board Meetings

The first meeting of the Board shall be held in January following the election. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named.

6.04 Votes to Govern

Questions arising at any meeting of the Board shall be decided by a consensus of the directors' present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor at the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus, that a consensus will not be reached, then the chair shall refer the question to be decided by a majority vote of the directors and/or be deferred to a committee. This will be at the discretion of the Board. In the event of a vote, each director is authorized to exercise one vote.

In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote to break a tie vote.

Section 7 - Officers

7.01 Description of Officers

The officers of the Club shall have the following duties and powers associated with their positions. The officers of the Club shall also have further duties outlined in the CCTC procedures:

- a. **President** – The president shall be the chief executive officer of the Club and shall be responsible for implementing the strategic plans and policies of the Club. The president shall have general supervision of the affairs of the Club. The president shall chair the meetings. If the president is unable to chair the meeting, then the vice president or an appointed Board member will chair the meeting.
- b. **Vice President** – The vice president shall have the duties and exercise the power of the president should it be required. Upon such time as the president is unable to fulfill his/her role, the vice president shall assume the position of president.
- c. **Secretary** – The secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall keep records of meetings, oversee communications for the Board and handle professional club liaisons. The secretary shall ensure all agendas, minutes of the meeting and anything pertinent goes



out to the appropriate people and places and keeps the Club information document current. The secretary shall be custodian of all Club property or designate accordingly.

d. **Treasurer** - the treasurer shall have such powers and duties as the Board may specify. The treasurer will follow the job description outlined in the Procedures Document. The treasurer handles all the finances of the Club, including preparing detailed financial statements and budgets.

e. **Directors** – job description outlined in the Procedures Document.

7.02 Committees

The Board may appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes.

7.03 Election of Directors – This is outlined in the Procedures Document set out by the BOD.

7.04 Vacancy in Office

An officer shall hold office until:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director; and
- d. such officer's death.

If the office of any officer of the Club shall be or become vacant, the directors may appoint a person to fill such vacancy.

Section 8 – Other items

8.01 Invalidity of any Provisions of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

8.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.



8.03 Complaints

Any complaints shall follow the procedure outlined in the Procedures Document for the Club.

8.04 Changes to Bylaws, Procedures & COE

- a. Procedures shall be always be kept current and posted in the Members Only section of the website.
- b. Procedural changes shall be handled by the current BOD.
- c. Amendments to the bylaws and the COE must be voted on by the membership. 10% of the membership must vote and a majority vote shall pass.
- d. COE breeding issues shall be voted on by the CCTC breeder members and the majority vote shall pass.

8.05 Roberts Rules of Order

Roberts Rules of Order will be followed should there be anything not covered in the Bylaws, Procedures & Code of Ethics.

Section 9 - Club Dissolution

In the event that Club holds insufficient members to maintain ongoing business operations, the Club shall formally dissolve, following all mandates outlined in the Procedures Documents.

This decision shall be made only once all attempts to continue functioning have been exhausted, which includes the solicitation of remaining members to volunteer their services on fulfilling the necessary roles required under the Section 6 and 7.

Section 10 - Effective Date

Subject to matters requiring a special resolution, this Bylaw shall be effective when made by the Board.

DATE – November 9, 2020